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Counsel for Motorola, Inc. and Temic Automotive of North America, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
	:
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**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO BANKRUPTCY RULE 3001(e)(2)**

Motorola, Inc. ("**Motorola**"), by and through its undersigned counsel, hereby submits this Notice of Transfer of Claim Pursuant to Bankruptcy Rule 3001 and in support thereof states as follows:

Background

1. On October 8, 2005, Delphi Corporation ("**Delphi Corp.**"), Delphi Automotive Systems, LLC ("**Delphi Automotive**") and certain related entities (collectively, "**Delphi**") filed voluntary petitions for relief under Chapter 11 of Title 11, United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York. Delphi

remains in possession of its property and continues to operate its business as a debtor-in-possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

2. Motorola, a creditor of Delphi Corp. and Delphi Automotive, timely filed proofs of claim numbers 8396, 8398, and 8399 against Delphi Corp. and proofs of claim numbers 8391, 8393, and 8394 against Delphi Automotive (collectively, the “**Transferred Proofs of Claim**”). Motorola also filed proof of claim number 8397 against Delphi Corp. and proof of claim number 8392 against Delphi Automotive (collectively, the “**Retained Proofs of Claim**”).

3. On July 2, 2006, Motorola completed a transaction whereby certain of its assets were sold to Temic Automotive of North America, Inc. (“**Temic**”). As part of such sale, the claims related to the Transferred Proofs of Claim were sold by Motorola to Temic. A true and correct copy of the Evidence of Transfer of Claim is attached to this Notice as **Exhibit A**. As part of such sale, however, Motorola retain the claims against Delphi related to the Retained Proofs of Claim.

Rule 3001(e)(2) Transfer

4. Federal Rule of Bankruptcy Procedure 3001(e)(2) provides:

Transfer of Claim Other Than For Security After Proof Filed. If a claim other than one based on a publicly traded note, bond, or debenture has been transferred other than for security after the proof of claim has been filed, evidence of the transfer shall be filed by the transferee. The clerk shall immediately notify the alleged transferor by mail of the filing of the evidence of transfer and that objection thereto, if any, must be filed within 20 days of the mailing of the notice or within any additional time allowed by the court. . . . If a timely objection is not filed by the alleged transferor, the transferee shall be substituted for the transferor.

5. Motorola’s claims against Delphi pursuant to the Transferred Proofs of Claim were claims not based on a publicly traded note, bond, or debenture. Motorola transferred the Transferred Proofs of Claim to Temic after Motorola filed the Transferred Proofs of Claim against Delphi.

6. For purposes of notice, Motorola's address is:

Motorola, Inc.
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and

Mr. Ed Wike
Motorola, Inc.
1301 East Algonquin Road
Fifth Floor, SH5-B
Schaumburg, IL 60196-1065

7. For purposes of notice, Temic's address is:

Motorola, Inc.
c/o Jason J. DeJonker, Esq.
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227 West Monroe Street
Chicago, Illinois 60606-5096
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and

Temic Automotive of North
America, Inc.
c/o Robert J. Patton
Continental Automotive Systems
21440 West Lake Cook Road
Deer Park, IL 60010

[Intentionally Left Blank]

WHEREFORE, Motorola respectfully requests (a) that the Clerk, pursuant to Bankruptcy Rule 3001(e)(2), mail this Notice and its attached Exhibit to the parties entitled to notice listed above, (b) that if the Clerk does not receive an objection to this Notice within twenty (20) days of said mailing, that Temic be substituted for Motorola in all matters relating to the Transferred Proofs of Claim, and (c) that Motorola continue to be the holder of and notice party for the Retained Proofs of Claim.

Dated: July 28, 2006

Respectfully submitted,
McDermott Will & Emery LLP

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